FORM D SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 BEST AVAILABLE FORM D Notice of sale of securities Pursuant to regulation d, Section 4(6), and/or Uniform Limited offering exemption Name of Offering (Check if this is an amendment and name has changed, and indicate change.)

OMB APP	ROVAL
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average lbeurs per respon	burden ise1
SEC USE	ONLY .
Prefix	Serial
DATE RE	CEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Series A Preferred Stock and the underlying common stock in connection therewith	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Type of Filing: New Filing Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) PortaiPlay, Inc.	05051763
Address of Executive Offices (Number and Street, City, State, Zip Code) 3132 Chisholm Trail, Austin, Texas 78734	Telephone Number (Including Area Code) (512) 275-6051
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business Software services	a / PROCESSED
Type of Business Organization Corporation limited partnership, already formed other other other other	(please specify):
Actual or Estimated Date of Incorporation or Organization: Month Year	Actual Estimated inte:
GENERAL INSTRUCTIONS	2 (2

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filled with the SEC.

Flling Fee. There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this formate not required to respond unless the form displays a currently valid OMB control number



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